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ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

20036

OF COUNSEL  
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July 31, 2002

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Railcar Equipment Lease, dated as of July 31, 2002, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Cypress Equipment Fund VI, LLC  
c/o Cypress Equipment Management  
Corporation II  
One Sansome Street, Suite 1900  
San Francisco, CA 94194

Lessee: JAIX Leasing Company  
20 North Wacker Drive, Suite 2200  
Chicago, Illinois 60606

A description of the railroad equipment covered by the enclosed document is:

120 open top hopper railcars within the series JAIX 700 – JAIX 1936

Mr. Vernon A. Williams  
July 31, 2002  
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Railcar Equipment Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', written over a horizontal line.

Robert W. Alvord

RWA/anr  
Enclosures

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**SURFACE TRANSPORTATION BOARD**

THIS MEMORANDUM OF RAILCAR EQUIPMENT LEASE dated as of the 31st day of July, 2002, is made by JAIX Leasing Company, a Delaware corporation, with an address at 20 North Wacker Drive, Suite 2200, Chicago, Illinois 60606 (the "Lessee") and Cypress Equipment Fund VI, LLC, a California limited liability company, with an address at c/o Cypress Equipment Management Corporation II, One Sansome Street, Suite 1900, San Francisco, California 94194 (the "Lessor" and, together with the Lessee, the "Parties").

WHEREAS, the Lessor and the Lessee entered into that certain Railcar Equipment Lease (the "Lease") dated as of the date hereof covering the equipment listed on Schedule 1 hereto (the "Equipment");

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

JAIX LEASING COMPANY

By: Steven J. Wacker  
Name: Forrest J. Wacker  
Title: Vice President

By: Cypress Equipment Management Corporation II, Manager

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

## MEMORANDUM OF RAILCAR EQUIPMENT LEASE

THIS MEMORANDUM OF RAILCAR EQUIPMENT LEASE dated as of the 31st day of July, 2002, is made by JAIX Leasing Company, a Delaware corporation, with an address at 20 North Wacker Drive, Suite 2200, Chicago, Illinois 60606 (the "Lessee") and Cypress Equipment Fund VI, LLC, a California limited liability company, with an address at c/o Cypress Equipment Management Corporation II, One Sansome Street, Suite 1900, San Francisco, California 94194 (the "Lessor" and, together with the Lessee, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Railcar Equipment Lease (the "Lease") dated as of the date hereof covering the equipment listed on Schedule 1 hereto (the "Equipment");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.


IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

JAIX LEASING COMPANY

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

CYPRESS EQUIPMENT FUND VI, LLC

By: Cypress Equipment Management Corporation II, Manager

By:  \_\_\_\_\_  
Name: SCHARWOOD  
Title: PRES.

STATE OF CALIFORNIA )  
 ) SS:  
COUNTY OF SAN FRANCISCO )

On this 30<sup>th</sup> day of July, 2002 before me personally appears Stephen R. Harwood, to me personally known, who by me duly sworn, says that he/~~she~~ is the President of CYPRESS EQUIPMENT MANAGEMENT CORPORATION II (the "Company"), that the Company is the Manager of Cypress Equipment Fund VI, LLC, that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

*Meg Jewett Leitch*  
\_\_\_\_\_  
Notary Public

[SEAL]

My Commission expires:



STATE OF ILLINOIS )  
COUNTY OF COOK ) SS:

On this \_\_\_\_\_ day of \_\_\_\_\_, 2002 before me personally appears \_\_\_\_\_, to me personally known, who by me duly sworn, says that he/she is the \_\_\_\_\_ of JAIX LEASING COMPANY (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

---

Notary Public

[SEAL]

My Commission expires:

STATE OF CALIFORNIA           )  
  ) SS:  
COUNTY OF SAN FRANCISCO   )

On this \_\_\_\_ day of \_\_\_\_\_, 2002 before me personally appears \_\_\_\_\_, to me personally known, who by me duly sworn, says that he/she is the \_\_\_\_\_ of CYPRESS EQUIPMENT MANAGEMENT CORPORATION II (the "Company"), that the Company is the Manager of Cypress Equipment Fund VI, LLC, that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

\_\_\_\_\_  
Notary Public

[SEAL]

My Commission expires:

STATE OF ILLINOIS           )  
  ) SS:  
COUNTY OF COOK           )

On this 30 day of July, 2002 before me personally appears Edward J. Whalen, to me personally known, who by me duly sworn, says that he/she is the Vice President of JAIX LEASING COMPANY (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Joel Friend  
Notary Public

[SEAL]

My Commission expires:



**SCHEDULE 1  
TO THE MEMORANDUM OF RAILCAR EQUIPMENT LEASE  
DATED AS OF JULY 31, 2002**

**EQUIPMENT**

<u>Type of Equipment</u>	<u>No. of Railcars</u>	<u>Car Mark</u>	<u>Car Numbers (all inclusive)</u>
Open Top Hoppers	120	JAIX	700 703 705 706 707 708 709 710 711 712 713 715 716 717 718 721 722 724 725 727 729 730 731 736 737 739 740 741 742 743 747 749 750 751 752 756 760 761 764 774 778 780 782 792 793 810

**Car Numbers**

811  
812  
813  
815  
816  
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1907  
1908  
1910  
1911  
1912



**Car Numbers**

1914  
1915  
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1917  
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